

STEPTOE & JOHNSON

1250 CONNECTICUT AVENUE  
RECORDATION NO. 11965  
WASHINGTON, D.C. 20036

CHERYL A. SKIGIN  
(202) 862-2053

RECORDATION NO. 11965-8  
JUL 3 1980 -10 45 AM  
INTERSTATE COMMERCE COMMISSION

JUL 3 1980 -10 45 AM

INTERSTATE COMMERCE COMMISSION

No. 0-1851026

Date JUL 3 1980

Fee \$ 90.00

July 3, 1980

ICC Washington, D. C.

Ms. Agatha Mergenovich, Secretary  
Interstate Commerce Commission  
Room 2215 - Office of the Secretary  
Washington, DC 20423

RECORDATION NO. 11965  
JUL 3 1980 -10 45 AM  
INTERSTATE COMMERCE COMMISSION

RECEIVED  
JUL 3 10 43 AM '80  
FEE OPERATION BR.  
I.C.C.

Dear Ms. Mergenovich:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. § 11303 are several copies of the following documents which relate to the railroad equipment described in Schedule A to this letter:

1. Credit and Security Agreement by and among Brae Corporation and Manufacturers Hanover Trust Co. The First National Bank of Boston, Crocker National Bank, The Bank of California, N.A. and Manufacturers Hanover Trust Co., as Agent dated as of October 1, 1979;
2. First Amendment dated as of April 15, 1979 to the Credit and Security Agreement dated as of October 1, 1979; and,
3. Supplement No. 1 dated as of July 3, 1980 to the Credit and Security Agreement dated as of October 1, 1979

The names and addresses of the parties to the transactions evidenced by the documents described above are as follows:

Debtor: Brae Corporation  
3 Embarcadero Center  
San Francisco, CA 94111

Agent for the Banks: Manufacturers Hanover Trust  
Company  
741 Fifth Avenue  
New York, NY 10022

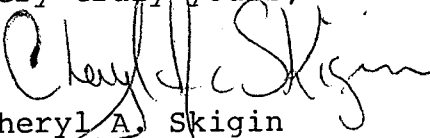
The Credit and Security Agreement functions as an assignment to the Agent of Brae Corporation's interest in the railroad equipment described in Schedule A.

Counterpart - See Amendment

It is requested that these documents be filed and recorded under the names of the parties set forth above. Additionally, it is requested that they be cross-indexed under the name of Texas, Oklahoma & Eastern RR Co., 810 Whittington Avenue, Hot Springs, AR 71901. An additional \$30 has been included in the filing fee to cover the cross-indexing. Check number 12678 in the amount of \$90.00 is enclosed to cover the filing fees.

Please return to the person presenting this letter your letter acknowledging the filing, a fee receipt, the enclosed copies of this letter and any copies of the document not required for recordation, all stamped to indicate appropriate filing information.

Very truly yours,

  
Cheryl A. Skigin

mbm

Enclosures

SCHEDULE A

<u>No. of Units</u>	<u>Description</u>	<u>AAR Designation</u>	<u>Identification Numbers</u>	<u>Name of Lessee</u>	<u>Date of Lease</u>	<u>Term of Lease</u>
111	50'6" 100-Ton	XP	TOE 3200-TOE 3202 TOE 3204-TOE 3215 TOE 3219-TOE 3229 TOE 3232-TOE 3234 TOE 3238-TOE 3240 TOE 3243-TOE 3248 TOE 3250-TOE 3259 TOE 3261-TOE 3270 TOE 3274-TOE 3286 TOE 3289-TOE 3298 TOE 3300-TOE 3320 TOE 3322-TOE 3324 TOE 3326 TOE 3330-TOE 3334	Texas, Okla- homa & Eastern RR Co.	June 2, 1980	15 Years

11965-B

RECORDATION NO. .... Filed 1425

JUL 3 1980 -10 45 AM

ICC Recordation No.

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT

Supplement No. 1 to Credit and Security Agreement dated as of October 1, 1979 (as amended and supplemented to date, the "Agreement") among BRAE CORPORATION (the "Company"), the banks party thereto (the "Banks") and MANUFACTURERS HANOVER TRUST COMPANY, as Agent for the Banks (the "Agent").

1. This Supplement is executed and delivered pursuant to the Agreement in order to more particularly identify certain of the Collateral in which the Company has granted a lien and security interest to the Agent for the ratable benefit of the Banks, and to confirm the lien and security interest created by the Agreement on such Collateral. Any term defined in the Agreement and used herein shall have its defined meaning herein.

2. The Company has assigned, conveyed, mortgaged, pledged and transferred to the Agent for the ratable benefit of the Banks and granted to the Agent for the ratable benefit of the Banks a security interest in, and does hereby assign, convey, mortgage, pledge and transfer to the Agent for the ratable benefit of the Banks and grant to the Agent for the ratable benefit of the Banks a security interest in, the following Collateral:

(a) the Rail-cars described in the schedule attached hereto and any Proceeds thereof.

3. All the terms and conditions of the Agreement are hereby incorporated in this Supplement and made a part hereof. By their execution and delivery of this Supplement the parties hereto hereby reaffirm all of the terms and conditions of the Agreement.

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Supplement No. 1 as of July 3, 1980.

BRAE CORPORATION

By Alfred C. Dossa  
Alfred C. Dossa  
Vice President

MANUFACTURERS HANOVER TRUST COMPANY

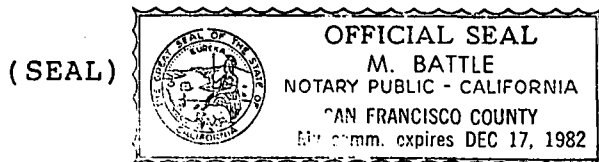
By Richard D. Wm  
Vice President

Schedule to Supplement

<u>No. of Units</u>	<u>Description</u>	<u>AAR Designation</u>	<u>Identification Numbers</u>	<u>Lessee</u>	<u>Date of Lease</u>	<u>Term of Lease</u>
111	50'6" 100-Ton	XP	TOE 3200-TOE 3202 TOE 3204-TOE 3215 TOE 3219-TOE 3229 TOE 3232-TOE 3234 TOE 3238-TOE 3240 TOE 3243-TOE 3248 TOE 3250-TOE 3259 TOE 3261-TOE 3270 TOE 3274-TOE 3286 TOE 3289-TOE 3298 TOE 3300-TOE 3320 TOE 3322-TOE 3324 TOE 3226 TOE 3330-TOE 3334	Texas, Oklahoma & Eastern RR Co.	June 2, 1980	15 yrs.

STATE OF CALIFORNIA            )  
  ) ss.  
COUNTY OF SAN FRANCISCO    )

On this 1st day of July, 1980, before  
me personally appeared Alfred C. Rossa to me personally  
known, who being by me duly sworn, says that he is the V.P.  
of BRAE CORPORATION, that the foregoing SUPPLEMENT was signed on  
behalf of said corporation by authority of its Board of Direc-  
tors, and he acknowledges that the execution of the foregoing  
instrument was the free act and deed of said corporation.



M. Battle  
Notary Public

My Commission Expires: 12/17/82

STATE OF NEW YORK            )  
  ) ss.  
COUNTY OF NEW YORK        )

On this 2 day of July, 1980, before  
me personally appeared Richard L. Wood to me personally  
known, who being by me duly sworn, says that he is the V.P.  
of MANUFACTURERS HANOVER TRUST COMPANY, that the foregoing  
SUPPLEMENT was signed on behalf of said corporation by authority  
of its Board of Directors, and he acknowledges that the execu-  
tion of the foregoing instrument was the free act and deed of  
said corporation.

(SEAL)

Owen P. McKenna Jr.  
Notary Public  
OWEN P. MCKENNA JR.  
NOTARY PUBLIC, State of New York  
No. C1MC4699387  
Qualified in Kings County  
My Commission Expires March 30, 1981

My Commission Expires: March 30, 1981